

Pepinini Minerals Limited

ABN 55 101 714 989

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of **Pepinini Minerals Limited** will be held at **Level 1, 117 King William Street, ADELAIDE, South Australia**, on **Friday 28th November, 2008** at **11am**

AGENDA

ORDINARY BUSINESS

To receive and consider the financial statements and reports of the Company for the year ended 30 June 2008, together with the reports by the Directors and Auditors therein.

Resolution 1 – Re-Election of Director

To consider and if thought fit, pass the following as an ordinary resolution:

“That Rebecca Holland Kennedy, being a Director of the Company, retiring by rotation in accordance with the Company’s Constitution, being eligible and offering herself for re-election, be appointed a Director of the Company.”

Resolution 2 – Adoption of the Remuneration Report for the year ended 30 June, 2008

To consider and if thought fit, pass the following as an ordinary resolution:

“That the Directors’ Remuneration Report required by Section 250R2 of the Corporations Act, as contained in the Directors’ Report of the Company, for the year ended 30 June, 2008 be adopted.”

By Order of the Board



Rebecca Holland-Kennedy

Secretary

Date Monday, 27 October, 2008

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EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of PepinNini Minerals Limited (the "Company") in connection with the business to be conducted at the Annual General Meeting to be held on Friday 28th November, 2008 at 11.00 am at Level 1, 117 King William Street, ADELAIDE, South Australia.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

2. FINANCIAL REPORTS

Whilst the Corporations Act requires the financial reports, the Directors' Report and the Auditors' Reports of PepinNini Minerals Limited for the year to be laid before the Annual General Meeting, neither that Act nor the Company's Constitution requires shareholders to vote on, approve or adopt those reports.

Shareholders will, however, have ample opportunity at the Annual General Meeting to raise questions on these reports.

3. RESOLUTION 1 – RE-ELECTION OF REBECCA HOLLAND KENNEDY AS A DIRECTOR

The Company's Constitution requires that one third of the directors retire from office at the Annual General Meeting and if they so desire offer themselves for re-election. The Director to retire from office is that person other than the Managing Director who has been longest in office since last re-elected.

Accordingly Ms Rebecca Holland Kennedy is required to retire in accordance with the Constitution and therefore needs to seek re-election at this Annual General Meeting. Ms Holland Kennedy offers herself for re-election and **the Directors recommend shareholders vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of the resolution.**

4. RESOLUTION 2– ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2008

Under section 250R2 of the Corporations Act, the Directors Report must now include a separately identified Remuneration Report. Listed entities are further required to submit the Remuneration Report for adoption at the Company's Annual General Meeting. However the vote on the resolution is advisory only and does not bind the Directors of the Company. However, the Directors have decided they will take into account the outcome of the vote when reviewing the remuneration policy.

The Board recommends that shareholders vote in favour of the Company's Remuneration Report as set out in the Directors Report of the Company's Annual Report. The Chairman intends to vote undirected proxies in favour of the resolution.

Shareholders are reminded the 2008 Annual Report for PepinNini Minerals Limited is available from the Company website www.pepinnini.com.au and can be viewed or downloaded from the homepage of the site.

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PROXY FORM

Registered Office: **96 Babbage Road, Roseville Chase, NSW 2069**

I/We

of

being a member/members of **PepinNini Minerals Limited** hereby appoint

.....
of

or in his/her absence,

of

or in his/her absence, the Chairman of the Meeting as my/our general/special proxy to vote on my/our behalf at the Annual General Meeting of the company to be held **Friday, 28th November 2008** or at any adjournment of that meeting.

signed this.....day of.....2008

Individuals:

Signature of Shareholder/Shareholders.....

Companies:

Signature of DirectorSignature of Director/Secretary.....

If you do not wish to direct your proxy how to vote, please place a mark in this box

By marking this box you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

Unless otherwise instructed the proxy will vote as he or she thinks fit, or abstain from voting. If the Chairman is appointed proxy, he will vote all undirected proxies in favour of all resolutions.

Should the member wish to direct the proxy how to vote, the following should be completed.

Resolution No.:	FOR	AGAINST	ABSTAIN
1. Re-election of Rebecca Holland Kennedy as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Remuneration Report – non binding vote	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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PROXIES

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her stead. That person need not be a member of the Company, but should be a natural person over the age of 18 years. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A corporation may elect to appoint in accordance with the *Corporations Act 2001*, in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form. Proxy forms must be lodged at the registered office of the company not less than 48 hours before the timing of the meeting. If you have any queries on how to cast your votes then call Rebecca Holland-Kennedy on (02) 9417 6212 during business hours.

HOW TO COMPLETE THE PROXY FORM

1. Your Address

This is your address as it appears on the company's share register.

2. Appointment of a Proxy

If you wish to appoint an individual or body corporate as your proxy please write the full name of that individual or body corporate in the space provided. You may nominate the Chairman of the Meeting or any Director as your proxy. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the Company. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Security holder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 11.30am AEST (11.00am Adelaide) on 28 November 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

BY MAIL – Pepinini Minerals Limited, GPO Box 403, ADELAIDE, SA 5001

BY FAX – 61 (0)8 8212 5717